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ORIGINAL

SEC 1972 (6-02) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION



Failure to file notice in the appropriate states will not result in a los. the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response. . . 1

NOTICE OF SALE OF SECURITIES 18PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

| SEC USE ONLY | | | | |
|--------------|----------|--------|--|--|
| Prefix | | Serial | | |
| | | | | |
| DAT | E RECEIV | 'ED | | |

| Name of Offering ([SmartConnect, Inc | | | t and name has | changed, and indica | ite change.) |
|------------------------------------------|-------------------------|------------------|-----------------------|-------------------------|--------------------------|
| Filing Under (Check | k boxes that | | | | |
| apply): | [] Rule 504 | [] Rule 505 | [X] Rule 506 | [] Section 4(6) | []ULOE |
| Type of Filing: | [X] New Filing | [] Ameno | lment | | PROCESSED |
| | | A. BASIC ID | ENTIFICATION | N DATA | MAR 11 2004 |
| 1. Enter the informa | ation requested a | bout the issue | | | THOMSON FINANCIAL |
| Name of Issuer ([] SmartConnect, Inc | | amendment a | and name has c | hanged, and indicate | change.) |
| (Including Area Cod | de) | | | p Code) Telephone N | lumber |
| 7472 W. Sahara Av | venue, Suite 100, | Las Vegas, N | <u>V 89117; (702)</u> | 253-0655 | |
| • | • | ations (Numbe | er and Street, C | ity, State, Zip Code) | Telephone Number |
| (Including Area Cod | • | | | | |
| (if different from Ex | | | | | |
| 6236 Laredo Street | <u>, Las Vegas, NV</u> | 89146 | | | |
| Brief Description of | Business: Desig | n, installation | and maintenan | ce of hardware, softw | are and networking for |
| internet video and v | <u>/isual communica</u> | itions | | | |
| Type of Business C | rganization | | | | |
| | | • | • • | ner (please specify): l | imited liability company |
| [] business trust | [] limited partne | rship, to be for | med | | |

Month Year

Actual or Estimated Date of Incorporation or Organization: 12 2000 [X] Actual [] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) NV

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seg, or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and.
- Each general and managing partner of partnership issuers.

| Check Box(es) that Apply: | [] Promoter | [X] Beneficial Owner | [] Executive Officer | [X] Director | [] General and/or Managing Partner |
|---------------------------------------------|---------------------|-------------------------|--------------------------|--------------|------------------------------------------|
| Full Name (Last nam Steven M. Singer | e first, if individ | lual) | | | |
| Business or Residen 7472 West Sahara | • | | | Code) | |
| Check Box(es) that Apply: | [X] Promoter | [X] Beneficial Owner | [X] Executive Officer | [X] Director | [] General and/or Managing Partner |
| Full Name (Last nam Henry Valentino, III | e first, if individ | ual) | | | |
| Business or Residen 7472 West Sahara | | | | Code) | |
| Check Box(es) that Apply: | [X] Promoter | [X] Beneficial Owner | [] Executive Officer | [X] Director | [] General and/or Managing Partner |
| Full Name (Last nam Robert D. Grossma | | lual) | | | |
| Business or Residen 6236 Laredo Street | • | | et, City, State, Zip | Code) | |
| Check Box(es) that Apply: | [] Promoter | [] Beneficial Owner | [] Executive Officer | [] Director | [] General and/or Managing Partner |
| Full Name (Last nam | e first, if individ | lual) | | | |
| Business or Residen | ce Address (Ni | umber and Stree | et, City, State, Zip | Code) | |

| Check Box(es) that Apply: | [] Promoter | [] Beneficial Owner | [] Executive Officer | [] Director | [] General and/or Managing Partner |
|----------------------------------|---------------------|------------------------|-------------------------|----------------|-------------------------------------------|
| Full Name (Last nam | e first, if indivic | lual) | | | |
| Business or Residen | ce Address (Nu | umber and Street | , City, State, Zip | Code) | |
| Check Box(es) that Apply: | [] Promoter | [] Beneficial Owner | [] Executive Officer | [] Director | [] General and/or Managing Partner |
| Full Name (Last nam | e first, if indivic | lual) | | | |
| Business or Residen | ce Address (Nu | umber and Street | , City, State, Zip | Code) | |
| Check Box(es) that Apply: | [] Promoter | [] Beneficial Owner | [] Executive Officer | [] Director | [] General and/or Managing Partner |
| Full Name (Last nam | e first, if indivic | lual) | | | |
| Business or Residen | ce Address (N | umber and Street | , City, State, Zip | Code) | |
| (Use bl | ank sheet, or o | copy and use ad | ditional copies | of this sheet, | as necessary.) |
| | E | 3. INFORMATION | N ABOUT OFFER | RING | |
| Has the issuer so this offering? | | issuer intend to so | | | s in Yes No [] [X] |

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| 2. What is the minimum investment that will be accepted from any individual? \$25,000 | | | | | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|--|--|--|--|--|
| 3. Does the offering permit joint ownership of a single unit? Yes No [] [X] | | | | | | |
| 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. | | | | | | |
| Fuil Name (Last name first, if individual) N/a | | | | | | |
| Business or Residence Address (Number and Street, City, State, Zip Code) | | | | | | |
| Name of Associated Broker or Dealer | | | | | | |
| States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | States | | | | | |
| [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] | (ID) [MO] [PA] [PR] | | | | | |
| Full Name (Last name first, if individual) | | | | | | |
| Business or Residence Address (Number and Street, City, State, Zip Code) | | | | | | |
| Name of Associated Broker or Dealer | | | | | | |
| | | | | | | |

| | | | | | | | ends to | | | | [] All : | States |
|------------------------------|------------------------------|-----------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|----------------------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|----------------------------------|
| [AL] [IL] [MT] [RI] | [AK] [IN] [NE] [SC] | [AZ] [IA] [NV] [SD] | [AR] [KS] [NH] [TN] | [CA] [KY] [NJ] [TX] | [CO] [LA] [NM] [UT] | [CT] [ME] [NY] [VT] | [DE] [MD] [NC] [VA] | [DC] [MA] [ND] [WA] | [FL] [MI] [OH] [WV] | [GA] [MN] [OK] [WI] | [HI] [MS] [OR] [WY] | [ID] [MO] [PA] [PR] |
| Full N | ame (La | ist nam | e first, i | f individ | ual) | | | | | | | |
| Busine | ess or R | desiden | ce Addr | ess (Nu | ımber a | nd Stre | et, City | , State, | Zip Cod | de) | | |
| Name | of Asso | ociated | Broker (| or Deal | er | | | | | | | |
| | | | | | | | ends to | | | | [] All : | States |
| [AL] [IL] [MT] [RI] | [AK] [IN] [NE] [SC] | [AZ] [IA] [NV] [SD] | [AR] [KS] [NH] [TN] | [CA] [KY] [NJ] [TX] | [CO] [LA] [NM] [UT] | [CT] [ME] [NY] [VT] | [DE] [MD] [NC] [VA] | - | [FL] [MI] [OH] [WV] | [GA] [MN] [OK] [WI] | [HI] [MS] [OR] [WY] | [ID] [MO] [PA] [PR] |
| | (1 | Use bla | ınk she | et, or c | opy an | d use a | additior | nal copi | ies of tl | nis she | et, as r | necessary.) |
| | C. (| OFFERI | NG PR | ICE, NU | JMBER | OF IN | V ESTOI | RS, EXI | PENSE | S AND | USE O | F PROCEEDS |
| offerin "none" this bo | g and th ' or "zer | ne total o." If the indicat | amount ne trans e in the | t alread action i columr | y sold. s an ex is belov | Enter "0 change v the an | ncluded)" if ans offering nounts o | wer is g, check | | | | |
| D | ype of S ebt quity | | | | | | | | \$ | Aggreg Offering | | Amount Already Sold \$\$ 800,000 |
| P C | | nip Inter pecify) | urities (i rests | includin | g warra | nts) | | | \$ \$ \$ \$ \$ \$ | | | \$\$ \$\$ \$\$ |
| Answe | er also i | n Appe | ndix, Co | olumn 3 | , if filing | under | ULOE. | | | | | |

ب ب

| 2. Enter the number of accredited and non-accredited investors who purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule.504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." | | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|----------------------------------|-------------------------------------------|
| Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) | Number of Investors 14 NONE | | r Amount irchases |
| 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. | | | |
| Type of offering Rule 505 Regulation A Rule 504 Total | Type of Security | Dollar Sold \$ \$ \$ | Amount |
| 4. a. Furnish a statement of all expenses in connection with the issurthis offering. Exclude amounts relating solely to organization expensions as subject to future contingencies. If the amount of an expension check the box to the left of the estimate. | ses of the issuer. The i | nforma | ation may be |
| Transfer Agent's Fees. Printing and Engraving Costs. Legal Fees. Accounting Fees. Engineering Fees. Sales Commissions (specify finders' fees separately). Other Expenses (identify) Total. | ······································ | [] | \$\$ \$_20,000 \$\$ \$\$ \$\$ |
| b. Enter the difference between the aggregate offering price given in Question 1 and total expenses furnished in response to Part C - Qu difference is the "adjusted gross proceeds to the issuer." | | | \$780,000 |

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

| | Payments to Officers, Directors, & Affiliates | Payments To Others |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|-----------------------|
| Salaries and fees | \$ <u>150,000</u> | \$250,000 |
| Purchase of real estate | \$ | \$ |
| Purchase, rental or leasing and installation of machinery and equipment | \$ | \$ |
| Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of Securities nvolved in this offering that may be used in Exchange for the assets | \$ | \$ |
| or securities of another issuer Pursuant to a merger) | \$ | \$ |
| Repayment of indebtedness | \$ | \$ |
| Working capital | \$ | \$380,000 |
| Other (specify): | \$ | \$ |
| | \$ | _ \$ |
| Column Totals | \$ | \$ |
| Total Payments Listed (column totals added) | []\$780, | 000 |

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under $\underline{\text{Rule 505}}$, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of $\underline{\text{Rule 502}}$.

| Issuer (Print or Type) SmartConnect, Inc. | Signature Date 3/3/04 |
|-------------------------------------------------------|-------------------------------------------|
| Name of Signer (Print or Type) Henry Valentino III | Title of Signer (Print or Type) President |

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)